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Attorneys for GM Corporation

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:
	:
	:
<b>DELPHI CORPORATION, <u>et al.</u>,</b>	:
	:
<b>Debtors.</b>	:
	:
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**Chapter 11 Case No.**  
**05-44481 (RDD)**  
**(Jointly Administered)**

**LIMITED RESPONSE OF GENERAL MOTORS CORPORATION TO  
MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR AN ORDER COMPELLING THE PRODUCTION OF  
DOCUMENTS BY GENERAL MOTORS CORPORATION PURSUANT TO  
RULE 2004 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE:

General Motors Corporation (“GM”), as and for its Limited Response to  
the motion of the statutory committee of unsecured claimholders appointed in the above-

captioned chapter 11 cases (the “Committee”) pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order compelling the production of documents by GM (the “2004 Motion”), respectfully represents:

1. In the 2004 Motion, the Committee seeks authority to conduct discovery from GM, and to compel GM to produce a substantial volume of documents on wide-ranging issues on a highly compressed schedule. Through a joint and consensual process including an in-person meeting held on March 31, 2006, GM and the Committee have agreed to work towards a reasonable and mutually-agreed schedule for production of certain documents. The parties have each agreed to reserve all rights and objections on matters related to the 2004 Motion in the event they are unable to reach agreement as to specific discovery-related matters. This agreement is embodied in a Stipulation and Agreed Order Authorizing Examination of General Motors Pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure.

2. In this limited response, GM notes that this Stipulation obviates the need for the Court to address the 2004 Motion at this point. GM reserves its right, however, to argue that the form of relief sought by the Committee, which simultaneously requests authority to conduct discovery pursuant to Rule 2004 against GM *and* to compel GM to produce documents pursuant to a wide-ranging document request within twenty-five days, does not comply with Rule 2004(c), Fed. R. Bankr. P. 9016 and Fed. R. Civ. P. 45, each of which provide a party who is the subject of discovery with substantial protections and procedural rights. If entered unmodified, the proposed order accompanying the Rule 2004 Motion would have deprived GM of those rights. GM also reserves its right to claim that specific requests propounded by the Committee are outside

the scope of Rule 2004, precluded by other matters, overly broad, unduly burdensome, or otherwise objectionable.

3. Additionally, the Stipulation makes it unnecessary for GM to respond in detail at this point to various factual assertions in the Rule 2004 Motion regarding claimed requests for documents prior to the filing of the Rule 2004 Motion. Suffice it to say, the contention that GM was requested to produce documents is categorically denied, and GM reserves its rights to respond to the Committee's factual assertions with specificity at a later date, to the extent necessary.

April 5, 2006  
New York, New York

/s/ Michael P. Kessler

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